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January 27, 1993

COPIED TO:

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TO OUR DIVISION MANAGERS

SUBJECT: WINSTON Family Proof-of-Purchase Change

Beginning in mid-March, 1993, packages of WINSTON family brands will bear a new proof-of-purchase for consumers to utilize for participation in WINSTON continuity programs.

The "Worth A WINSTON" pack proof is printed on the outer, Flavor Seal™ wrap and will be found on all packages of WINSTON and WINSTON Select on the pack's back panel. Consumers simply cut the pack proof off and save instead of collecting the entire wrap.

All WINSTON base family proofs will carry a face value of one "Worth A WINSTON" proof, however, to entice competitive trial, WINSTON Select "Worth A WINSTON" proofs will have a face value of two proofs per pack!

IMPORTANT NOTE:

Pack proofs on the faster moving brand styles will begin appearing at direct accounts and retail in mid-March. All styles should be represented with the new pack proofs by mid-April. The following guidelines will ensure a smooth transition to the new pack proof and minimize field time spent in flushing through existing packaging.

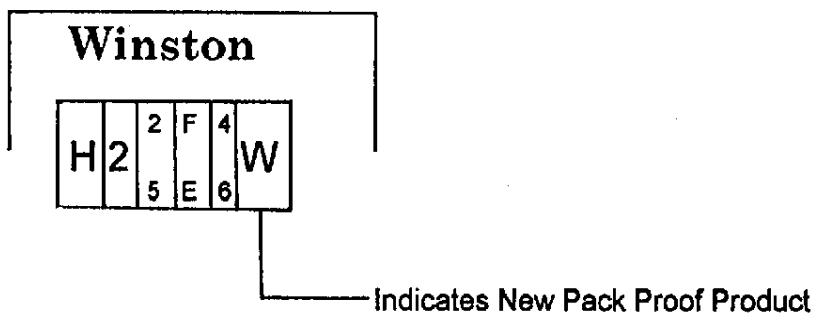
(OVER)

"We work for smokers."

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1. Carton rotation/coding

- Special coding will be stamped on carton codes to more easily identify new proof product. A "W" in the right hand slot will indicate this new product.



- Rotation of case and carton product at direct accounts will ensure first in-first out shipments to retail.
- Rotation at retail is also critical in all package and carton merchandising mid-March through May.

2. Promotional Support

- Utilize non-proof product in all retail promotions if possible, giving consumers the incentive to purchase.

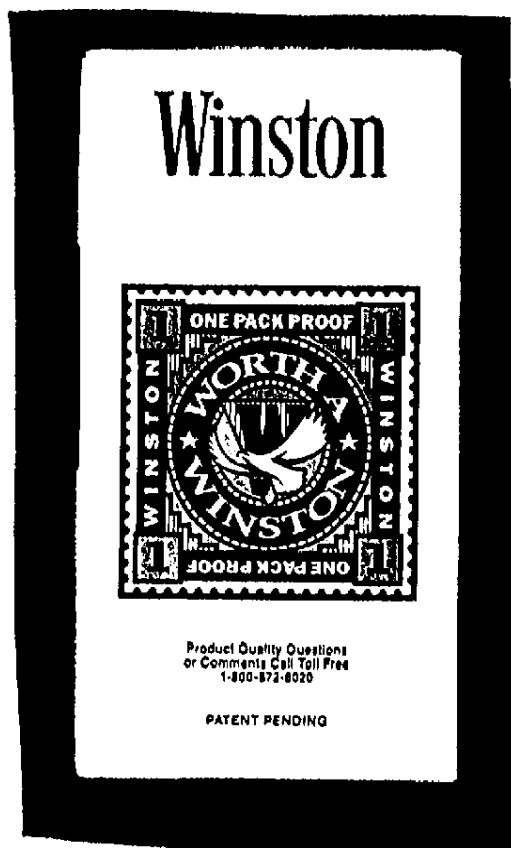
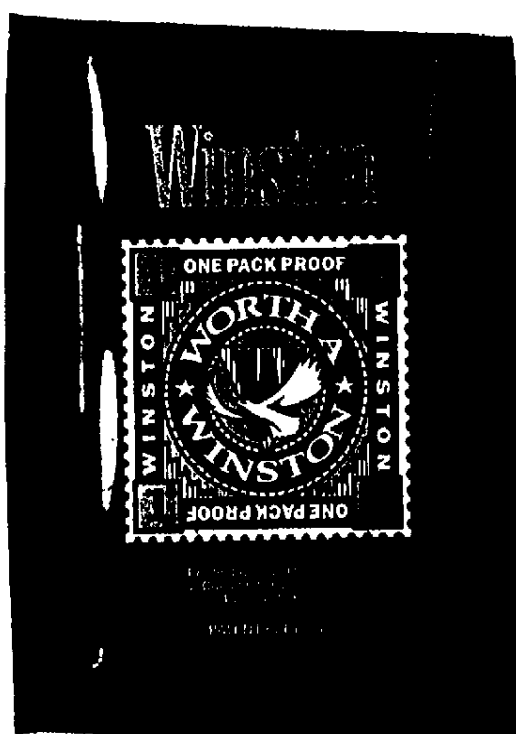
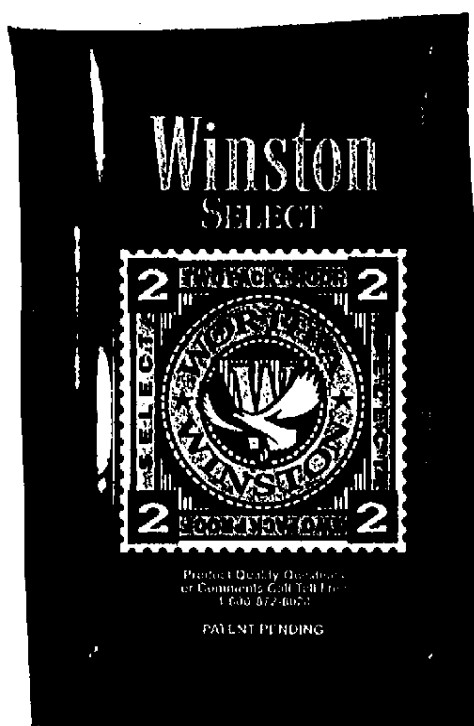
The intent is to allow a time frame of approximately one and one-half month's minimum to work the current pack styles through at retail before announcing the pack proofs intended use. If this can be accomplished, it will not be necessary to place "pack proof" onserts at retail.

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